

Union Tank Car Company

RECORDATION NO. 6168-N Filed 1425

OCT 25 1979-9 50 AM

INTERSTATE COMMERCE COMMISSION



90 Half Day Road
Lincolnshire, Illinois 60015

Direct Tel. No.:

Law Department

No. 8-213A011

Date OCT 25 1979

Fee \$ 20.00

ICC Washington, D. C.

A Subsidiary of
Trans Union Corporation

RECORDATION NO. 6168-0 Filed 1425

October 11, 1979

OCT 25 1979-9 50 AM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to Section 20c of the Interstate Commerce Act, an original and two certified counterparts of the Eighth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 11, 1979, by and between Union Tank Car Company, 90 Half Day Road, Lincolnshire, Illinois 60015 (the "Company") and Bankers Trust Company, One Bankers Trust Plaza, New York, New York 10005 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of May 1, 1971, between the Company and the Bank. The Supplemental Agreement evidences the substitution under the said Equipment Trust Agreement of 22 railroad cars, identified with the initials RTCX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 28 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the said Bill of Sale are fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment described in Schedule B from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the said Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of May 1, 1971, which was recorded with your office on May 28, 1971, and assigned recordation number 6168. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

UNION TANK CAR COMPANY

Encls.

By

C. B. Hillman

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.E. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
14	TM	21000	RTCX 27002, 27004, 27005 RTCX 27011, 27110, 27111 RTCX 27201, 27329-27335
8 <u>22</u>	TM	23500	RTCX 237109-237116

RECORDATION NO. 2168-N PMS 1425

OCT 25 1979 -9 50 AM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

C E R T I F I C A T E

The undersigned, Juda M. Reuter, a Notary Public in and for said County, states that she compared the attached copy of the Eighth Supplemental Equipment Trust Agreement dated the 1st day of October, 1979, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 11th day of October, 1979.

Juda M. Reuter
Notary Public

THIS EIGHTH SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated October 1, 1979 , by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and BANKERS TRUST COMPANY, a New York corporation, Trustee (the "Trustee").

5-
WITNESSETH:

WHEREAS, Union Tank Car Company, has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of May 1, 1971 (the "Trust Agreement"), providing for an issue of its 8.45% Equipment Trust Certificates due May 1, 1991 (the "Trust Certificates"), in aggregate principal amount of \$25,000,000; and

WHEREAS, the Company has filed with the Trustee its Request for a Substitution of Equipment pursuant to Section 5.06 of the Trust Agreement; and

WHEREAS, the Company desires to comply with Section 5.03 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee at the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

ARTICLE ONE

Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

ARTICLE TWO

Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement.

ARTICLE THREE

Concerning the Trustee

The Trustee accepts the provisions of this Eighth Supplemental Equipment Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Eighth Supplemental Equipment Trust Agreement.

ARTICLE FOUR

Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This Eighth Supplemental Equipment Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Eighth Supplemental Equipment Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

UNION TANK CAR COMPANY

By 

Vice President

Attest:

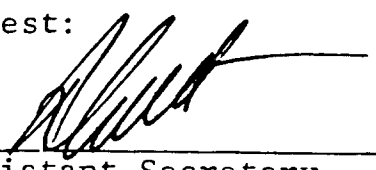

Assistant Secretary

BANKERS TRUST COMPANY

By 

Vice President

Attest:


Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

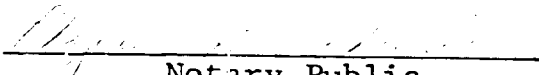
On the 1st day of October, 1979, before me personally came D. B. Romans, to me known, who, being by me duly sworn, did depose and say that he resides at 90 Half Day Rd. Lincolnshire, IL.; that he is a Vice President of UNION TANK CAR COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.


Notary Public

My Commission Expires 5-22-83

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On the 16 day of October, 1979, before me personally came M. K. KLUGMAN, to me known, who, being by me duly sworn, did depose and say that he resides at 14 Greenwood Drive Millington, N.J. 07946; that he is a Vice President of BANKERS TRUST COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.


Notary Public

PHYLLIS BUCCHIERI
Notary Public, State of New York
No. 24-0474715
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1981

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
14	TM	21000	RTCX 27002,27004,27005 RTCX 27011,27110,27111 RTCX 27201,27329-27335
8 <u>22</u>	TM	23500	RTCX 237109-237116

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
1	LO	3800CUFT	CN 374136
2	GONDOLA	100TON	UNPX 100117,100198
1	TM	20000	UTLX 59373
4	TMI	20000	UTLX 74738,74916,74918 UTLX 77881
19	TP	26000	UTLX 38589-38590,38592 UTLX 38593-38597,38604 UTLX 38607,38610-38611 UTLX 38613,38618-38621 UTLX 38842,38846
<u>1</u> 28	TP	33800	UTLX 38002